

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

SIPA LIQUIDATION

Case No. 08-01789 (BRL)
(Substantively Consolidated)

Appeal No.: _____

In re:

BERNARD L. MADOFF,

Debtor.

**DECLARATION OF SEANNA R. BROWN, ESQ., IN SUPPORT OF THE
MEMORANDUM OF LAW OF IRVING H. PICARD, TRUSTEE,
IN OPPOSITION TO MOTION FOR LEAVE TO APPEAL**

I, Seanna R. Brown, Esq., of full age, hereby declare as follows:

1. I am associated with the law firm of Baker & Hostetler LLP, counsel to Irving H. Picard, as trustee ("Trustee") for the substantively consolidated liquidation proceeding of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act ("SIPA"), 15 U.S.C. §§ 78aaa *et seq.*, and the estate of Bernard L. Madoff ("Madoff"). As an attorney of record, I am fully familiar with this case and the facts set forth herein. I submit this Declaration to place before this Court true and correct copies of documents relevant to the brief of the Trustee submitted in opposition to the motion of Marsha Peshkin, and over 800 other customers of Bernard L. Madoff Investment Securities LLC for leave to appeal the *Order Approving Applications for Allowance of Interim Compensation for Services Rendered and Reimbursement of Expenses*, dated June 1, 2011 ("Sixth Interim Fee Order") of the United

States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”), to the extent the Sixth Interim Fee Order granted the sixth application for interim compensation of the Trustee and B&H (“Sixth Fee Application”).

2. Attached hereto as Exhibit A is a true and correct copy of the transcript from the Hearing of August 6, 2009 on the First Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from December 15, 2008 to April 30, 2009.

3. Attached hereto as Exhibit B is a true and correct copy of the Memorandum Decision and Order issued by the Honorable Judge Daniels, Misc. Matter M-47 (GBD), reported at *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, 2010 U.S. Dist. LEXIS 3037 (S.D.N.Y. Jan. 11, 2010), denying the Movants’ motion for leave to appeal the First Interim Fee Order (as defined in the Trustee’s Memorandum).

4. Attached hereto as Exhibit C is a true and correct copy of the transcript from the Hearing of December 17, 2009 on the Second Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from May 1, 2009 to September 30, 2009.

5. Attached hereto as Exhibit D is a true and correct copy of the transcript from the Hearing of May 5, 2010 on the Third Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from October 1, 2009 to January 31, 2010.

6. Attached hereto as Exhibit E is a true and correct copy of the Opinion and Order issued by the Honorable Shira A. Sheindlin, Misc. Matter M-47 (SAS), reported at *Securities Investor Protection Corporation v. Bernard L. Madoff Investment Securities LLC*, 2010 U.S.

Dist. LEXIS 81492 (S.D.N.Y. Aug. 6, 2010), denying Movants' motion for leave to appeal the Third Interim Fee Order (as defined in the Trustee's Memorandum).

7. Attached hereto as Exhibit F is a true and correct copy of the transcript from the Hearing of September 14, 2010 on the Fourth Applications for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from February 1, 2010 to May 31, 2010.

8. Attached hereto as Exhibit G is a true and correct copy of the transcript from the Hearing of December 14, 2010 on the Fifth Application for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred by Applicants from June 1, 2010 to September 31, 2010.

9. Attached hereto as Exhibit H is a true and correct copy of the Trustee's Reply to Objection to Sixth Application for Interim Compensation for Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred From October 1, 2010 Through January 31, 2011.

10. Attached hereto as Exhibit I is a true and correct copy of the Trustee's Motion for an Order Approving an Initial Allocation of Property to the Fund of Customer Property and Authorizing an Interim Distribution to Customers.

Pursuant to 28 U.S.C. § 1746, I hereby declare that the foregoing statements made by me are true and correct. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: June 29, 2011

Respectfully submitted,

/s/ Seanna R. Brown

Seanna R. Brown (SB-5203)

BAKER & HOSTETLER LLP

45 Rockefeller Plaza

New York, New York 10111

Tel: 212.589.4200

Fax: 212.589.4201

*Attorneys for Irving H. Picard,
Trustee for the Substantively
Consolidated SIPA Liquidation of
Bernard L. Madoff Investment
Securities LLC and Bernard L.
Madoff*